

THE COMPANIES ACT 1985

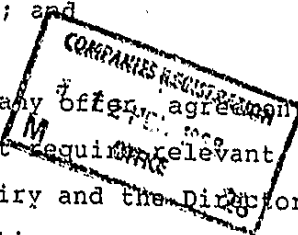
PUBLIC COMPANY LIMITED BY SHARES

RESOLUTIONS

OF CHRYSALIS GROUP PLC

At the ANNUAL GENERAL MEETING of the Company held at Ironmonger's Hall, Off Aldersgate Street, Barbican, London EC2 at Noon on Thursday, 21st January, 1988 the following Resolutions were passed, being the Special Business of the aforesaid meeting, of which Resolutions 7, 8 and 10 were passed as Ordinary Resolutions and Resolution 9 was passed as a Special Resolution:-

7. THAT the authorised share capital of the Company be increased from £3,000,000 to £4,000,000 by the creation of 10,000,000 new ordinary shares of 10p each having attached thereto the same rights and privileges and being subject to the same limitations and restrictions as the existing ordinary shares in the capital of the Company.
8. THAT the Directors of the Company be authorised generally and unconditionally pursuant to Section 80 of the Companies Act 1985 ("the Act") to exercise all powers of the Company to allot relevant securities (as defined in Section 80 of the Act) up to an aggregate nominal amount of £1,000,000 (being the aggregate of the authorised but unissued share capital as increased pursuant to Resolution 7) provided that:-
 - (a) this authority shall expire on the earlier of the date (if any) it is revoked and 20th January 1993; and
 - (b) the Company may before such expiry make any offer, agreement or other arrangement which would or might require relevant securities to be allotted after such expiry and the Directors of the Company may allot relevant securities pursuant to any



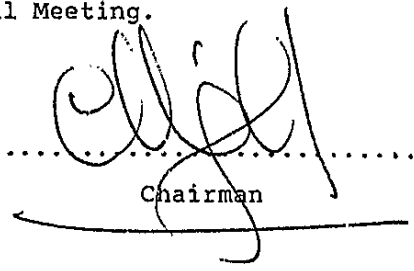
such offer, agreement or other arrangement as if the authority hereby conferred had not expired.

This authority shall be in substitution for and shall revoke any earlier authority given in respect of relevant securities of the Company.

9. (a) THAT subject to paragraph (b) of this Resolution the Directors be authorised to allot equity securities (as defined in Section 94 of the Act) of the Company as if Section 89(1) of the Act did not apply to such allotment and the Directors shall be entitled to make at any time prior to the expiry of the power hereby conferred any offer or agreement which would or might require equity securities to be allotted after the expiry of such power provided that such power shall subject as aforesaid cease to have effect on the date of the 1989 Annual General Meeting or such earlier date (if any) on which the said authority is revoked;
 - (b) The power conferred by paragraph (a) of this Resolution shall be limited to:-
 - (i) the allotment (otherwise than pursuant to sub-paragraph (ii) below) of equity securities which are or are to be wholly paid up in cash up to an aggregate nominal amount equal to £138,000; and
 - (ii) the allotment of equity securities in connection with offerings of the Company's shares on a pre-emptive basis where it is in the opinion of the Directors necessary or expedient to do so in connection with such offerings for the purpose of dealing with fractional entitlements or any legal or practical problems under the laws of any territory or the requirements of any recognised regulatory body or any Stock Exchange in any territory.
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10. (a) THAT in accordance with Article 50 of its Articles of Association and Part VII of the Companies Act 1985 the Company

be and is hereby granted general and unconditional authority (pursuant to Section 166 of the Act) to make market purchases (as defined in Section 163 of the Act) of its own ordinary shares on such terms and in such manner as the Board of Directors of the Company may from time to time determine.

- (b) The general authority conferred by this Resolution shall:-
- (i) expire on the date of the 1989 Annual General Meeting of the Company or on earlier cancellation;
 - (ii) be limited to 4,000,000 ordinary shares of 10p each;
 - (iii) not permit the payment per share of more than 5 per cent above the average of the middle market quotation per share taken from The Stock Exchange Daily Official List for the ten business days prior to the purchase being made or less than 10p exclusive of advance corporation tax (if any) payable by the Company; and
 - (iv) before its expiry entitle the Company to enter into any contract for the purchase of its own shares which might be executed and completed wholly or partly after its expiry.
- (c) This authority shall only be capable of variation, revocation or renewal by the Company in General Meeting.

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Chairman